

**EXHIBIT A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**POWER OF ATTORNEY**

STATE OF NEW YORK                    )  
  ) ss:  
COUNTY OF NEW YORK                )

The undersigned (the "Grantor") hereby appoints Midtown Claims LLC (and all officers, managers, employees, agents or attorneys designated by Midtown Claims LLC, collectively, the "Agent"), with full power of substitution, as its true and lawful attorney in fact and agent to appear and to act in the Grantor's name, place, and stead, and grants Agent the authority to take any and all actions necessary to: (a) protect and further the rights of the Grantor in, to and under the cure claim notice(s), and the corresponding cure claim(s), submitted by or on behalf of the Grantor pursuant to the procedures set forth in the Court's Order Approving (I) Disclosure Statement, (II) Record Date, Voting Deadline, and Procedures for Temporary Allowance of Certain Claims, (III) Hearing Date to Consider Confirmation of Plan, (IV) Procedures for Filing Objections to Plan, (V) Solicitation Procedures for Voting on Plan, (VI) Cure Claim Procedures, (VII) Procedures for Resolving Disputes Relating to Postpetition Interest, and (VIII) Reclamation Claim Procedures, entered on December 10, 2007 (Docket No. 11389); (b) take any and all other action necessary or desirable to accomplish the foregoing, including, but not limited to, responding to Debtors' Expedited Motion to Strike (I) Non-Conforming Cure Amount Notices and (II) Improper Objections Pursuant to Solicitation Procedures Order, Confirmation Order, Plan of Reorganization, 11 U.S.C. §105(a), and Fed. R. Bankr. P. 9010, dated February

11, 2008 (Docket No. 12615); and (c) delegate any or all of the foregoing powers to any person or persons (each, an "Additional Agent") that Agent (or any such Additional Agent) shall select.

The Grantor further grants to Agent (and each Additional Agent, if any) full power and authority to do and perform all acts necessary or desirable to carry into effect the powers granted by or under this Power of Attorney as fully as Grantor might or could do with the same validity as if all and every such act had been herein particularly stated, expressed, and especially provided for, and hereby ratifies and confirms each and every act that Agent (and each Additional Agent, if any) shall lawfully do or cause to be done by virtue of the powers and authority granted and contemplated hereby

**The Agent will hold the Grantor harmless from any of its acts or the acts of additional Agents in connection with or as a result of the exercise of the rights granted herein.**

Dated: February 14, 2008

Signed: 2/14/08  
By: Thomas Owczarzak  
Thomas Owczarzak  
Title: EXEC V.P.  
Address: 40 WARD ROAD  
LANCASTER, NY 14086

Acknowledged before me on February 14, 2008 by THOMAS OWCZARZAK, who says that s/he is EXEC V.P. of Palma Tool & Die Co., Inc. and is authorized to execute this power of attorney in its behalf.

Sworn to before me this  
14 day of February, 2008

Sandra V. Burger  
Notary Public  
SANDRA V. BURGER  
Notary Public - State of New York  
No. 01BU6106607  
Qualified in Erie County  
My Commission Expires 3-15-2008